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WC 04-383

FCC/MELLON

SEP 21 2004

LEBOEUF, LAMB, GREENE & MACRAE
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A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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WASHINGTON, D.C.
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SAN FRANCISCO

260 FRANKLIN STREET
BOSTON, MA 02110-3173

(617) 748-6800

FACSIMILE: (617) 439-0341

E-MAIL ADDRESS: MEABH.PURCELL@LLGM.COM

WRITER'S DIRECT DIAL: (617) 748-6847

WRITER'S DIRECT FACSIMILE: (617) 897-9047

LONDON
(A LONDON-BASED
MULTINATIONAL PARTNERSHIP)

PARIS

BRUSSELS

JOHANNESBURG

(PTY) LTD.

MOSCOW

RIYADH

(AFFILIATED OFFICE)

BISHKEK

ALMATY

BEIJING

September 20, 2004

VIA FEDERAL EXPRESS

Ms. Marlene H. Dortch
Federal Communications Commission
Wireline Competition Bureau, CPD 214-Applications
P.O. Box 358145
Pittsburgh, PA 15251-5145

C/O Mellon Bank
Mellon Client Service Center
500 Ross Street, Room 670
Pittsburgh, PA 15262-0001

Re: In the Matter of the Joint Application of Susquehanna Adelpia Business Solutions et al, for Authority Pursuant to Section 214 of the Communications Act, as Amended to Dissolve the Susquehanna Adelpia Business Solutions Partnership and Transfer the Partnership's Domestic 214 Authority as well as Certain Customers and Assets

Dear Ms. Dortch:


On behalf of SusCom Business Solutions of PA, d/b/a SusCom Business Solutions ("Suscom"), Susquehanna Fiber Systems, Inc. ("Susquehanna"), TelCove of Pennsylvania, Inc. ("TelCove-PA") and Susquehanna Adelpia Business Solutions (the "Partnership"), (together "Joint Applicants"), enclosed please find an original and six (6) copies of an application for Commission approval for the Partnership to abandon telecommunications services in York, Pennsylvania, assign its customers, and transfer its assets to the individual members of the Partnership, pursuant to Section 214 of the Communications Act..

Ms. Marlene H. Dortch
Federal Communications Commission
9/20/2004
Page 2

Also enclosed is a check in the amount of \$860.00 payable to the Federal Communications Commission to cover the filing fee required for this application under line 2.b of Section 1.1105 of the Commission's Rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. If you have any questions concerning this application, do not hesitate to call me at (617) 748-6847.

Very truly yours,



Meabh Purcell

MP:rtm

Enclosure

Cc: Julie Veach,
Brian FitzGerald
Craig Bremer
James Means
James France
Jeffrey Heins

Bs97793

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589

Page 1 of 1

(1) LOCK BOX # 358145		SPECIAL USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) LeBoeuf, Lamb, Greene & MacRae		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 260 Franklin Street			
(5) STREET ADDRESS LINE NO. 2 23rd Floor			
(6) CITY Boston		(7) STATE MA	(8) ZIP CODE 02110
(9) DAYTIME TELEPHONE NUMBER (include area code) (617) 748-6847		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0006-8736-32		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME TelCove of Pennsylvania, Inc.			
(14) STREET ADDRESS LINE NO. 1 712 Main Street			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Coudersport		(17) STATE PA	(18) ZIP CODE 16815
(19) DAYTIME TELEPHONE NUMBER (include area code) (814) 260-2026		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 00037096-31		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Maabha Purcell</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Maabha Purcell</u>		DATE <u>Sept 20, 2004</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of

**Joint Application of TelCove of
Pennsylvania, Inc., SusCom Business Solutions
of PA, Inc., d/b/a SusCom Business Solutions
Susquehanna Fiber Systems, Inc.,
and Susquehanna Adelpia Business
Solutions for Approval of the Transfer
of Assets and Related Transfer of Customers to
SusCom Business Solutions of PA, Inc.
and TelCove of Pennsylvania Inc.**

FCC/MELLON SEP 16 2004

) Docket No.: _____

JOINT APPLICATION

To: Wireline Competition Bureau

I. INTRODUCTION

SusCom Business Solutions of PA Inc., d/b/a SusCom Business Solutions ("SusCom"), Susquehanna Fiber Systems, Inc. ("Susquehanna"), TelCove of Pennsylvania, Inc. ("TelCove-PA") and Susquehanna Adelpia Business Solutions (the "Partnership"), pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. §214, and Section 63.04, of the Commission's rules, 47 C.F.R. §63.04, hereby jointly request that the Federal Communication Commission, ("FCC" or "Commission") permit the Partnership to abandon telecommunications services in York, Pennsylvania, assign its customers and transfer its assets to the individual members of the Partnership, TelCove-PA and Susquehanna (and SusCom, as Susquehanna's designated delegate), as contemplated by the Dissolution Agreement dated December 19, 2003 by and among Susquehanna, TelCove-PA and the Partnership.

The proposed transaction will result in a transfer of control over the Partnership's domestic Section 214 authorization, held pursuant to the FCC's blanket authority under Section 63.01 of the FCC's rules, 47 C.F.R. § 63.01. Further, the proposed transaction is a transfer of assets and customers not resulting in a reduction or impairment of service, as contemplated in the Commission's March 21, 2002 Report and Order in CC Docket No. 01-150, 17 FCC Rcd 5517 (2002). *See* 17 FCC Rcd at 5548. Accordingly, the Joint Applicants seek streamlined treatment of this application under section 63.03(b)(2)(i) of the Commission's rules, 47 C.F.R. § 63.03(b)(2)(i).

In support of this Application, Joint Applicants submit the following information:

II. INFORMATION PURSUANT TO SECTION 63.04

Pursuant to Section 63.04 (a) of the Commission's Rules, the Applicants submit the following information in support of this Joint Application:

(1) Names and Addresses and Telephone Numbers:

The name, address, and telephone number of Susquehanna are:

Susquehanna Fiber Systems, Inc.
140 East Market Street
York, PA 17401
Tel: (717) 852-2418

The name, address, and telephone number of SusCom are:

SusCom Business Solutions of PA, Inc.
140 East Market Street
York, PA 17401
Tel: (717) 852-2418

The name, address, and telephone number of TelCove PA are:

TelCove of Pennsylvania, Inc.
712 North Main Street
Coudersport, PA 16915
Tel: (814) 260-2026

The name, address, and telephone number of the Partnership are:

Susquehanna Adelpia Business Solutions
712 North Main Street
Coudersport, PA 16915
Tel: (814) 260-2026

(2) States of Incorporation:

TelCove-PA is a corporation organized and existing under the laws of the State of Delaware. The Partnership is a Pennsylvania general partnership, formerly Susquehanna Hyperion Telecommunications. Susquehanna is a Delaware Corporation and SusCom is a Pennsylvania corporation.

(3) Contact Information:

Questions or correspondence concerning this Application should be directed for the Partnership to:

Brian FitzGerald, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
One Commerce Plaza, Suite 2020
99 Washington Avenue
Albany, NY 12210-2820
(518) 626-9000

Meabh Purcell, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
260 Franklin Street, Suite 2300
Boston, MA 02110-3173
(617) 748-6847

with a copy to:

James W. France
Senior Manager of Legal and Corporate Affairs
TelCove
121 Champion Way
Canonsburg, PA 15317
(727) 743-9405

Questions or correspondence concerning this Joint Application should be sent for SusCom and Susquehanna to:

Craig W. Bremer
140 East Market Street
York, PA 17401
Tel: (717) 852-2305

Questions or correspondence concerning this Joint Application should be sent for TelCove-PA to:

Jeff Heins
712 North Main Street
Coudersport, PA 16915
Tel: (814) 260-2026

(4) Affiliate Information:

Upon dissolution of the partnership, the assets of the Partnership will be divided between TelCove PA and SusCom as set forth in the Partnership Dissolution Agreement. Neither TelCove PA nor SusCom has any interlocking directorates with foreign carriers.

a. Additional Ownership Information for Transferees

(i) TelCove-PA

The names, addresses, citizenship and principal businesses of any person or entity that directly or indirectly owns at least 10% of the equity of the assignee/transferee,

TelCove-PA, and the percentage of equity owned by each of those entities is detailed in the following chart.¹

	Name & Address	Citizenship	Percentage Owned	Principal Business
(a)	TelCove Operations, Inc. ("TelCove Operations") 712 North Main Street Coudersport, PA 16915 (814) 260-2969	Delaware	Owens 100% of TelCove-PA	Telecommunications
(b)	TelCove Inc. ("TelCove") 712 North Main Street Coudersport, PA 16915 (814) 260-2969	Delaware	Owens 100% of TelCove Operations	Telecommunications
(c)	Bay Harbour Partners, Ltd. c/o Bay Harbour Management, LC 10124 Fxhurst Court Orlando, FL 32836	Cayman Islands	Owens 20.34% of TelCove	Investment
(d)	Bay Harbour 90-1, Ltd. c/o Bay Harbour Management, LC 10124 Foxhurst Court Orlando, FL 32836	United States	Owens 17.37% of TelCove	Investment
(e)	Goldman Sachs 85 Broad Street New York, New York 10004	United States	Owens 12.54% of TelCove	Investment

(ii) SusCom

The names, addresses, citizenship and principal business of any person or entity that directly or indirectly owns at least 10% of the equity of the assignee/transferee,

¹ Bay Harbour holds the largest share of the secured notes as part of TelCove's plan of reorganization filed under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. Bay Harbour was elected by the secured note holders committee to four of seven seats on the TelCove Board of Directors. Accordingly, Bay Harbour may be deemed to exercise "control" over TelCove, as control is broadly defined under 47 C.F.R. 63.09(b). However Bay Harbour does not own at least 10% of the equity in any other telecommunications company.

SusCom, and the percentage of equity owned by each of these entities is detailed in the following chart.²

	Name & Address	Citizenship	Percentage Owned	Principal Business
(a)	Susquehanna Cable Co. 140 East Market Street York, PA 17401	Pennsylvania	82.25% of SusCom	Cable Television
(b)	Comcast Corp. 1500 Market Street 34 th Floor Philadelphia, PA 19102	Delaware	17.75% of SusCom	Cable Television
(c)	Susquehanna Media Co. 140 East Market Street York, PA 17401	Delaware	85% of Susquehanna Cable co.	Media
(d)	Comcast Corp. 1500 Market Street 34 th Floor Philadelphia, PA 19102	Delaware	15% of Susquehanna Cable Co.	Cable Television
(e)	Susquehanna Pfaltzgraff Co. 140 East Market Street York, PA 17401	Delaware	100% of Voting Common Stock of Susquehanna Media Co.	Media/Consumer Products

b. Carrier Affiliates of the Joint Applicants

(i) TelCove

Attached as Exhibit A is an organizational chart which illustrates the TelCove family of companies, and their ownership interests, pre- and post-dissolution. Starting with the ultimate parent, the following direct subsidiaries that are carrier affiliates of Telcove³ are:

- TelCove of Florida, Inc.
- TelCove of Kentucky, Inc.

² The Louis J. Appell Residuary Trust for the benefit of members of the Appell family own 67.19% of the voting stock of the Susquehanna Pfaltzgraff Co. State Street Bank, Trustee of the Susquehanna Pfaltzgraff Co. Employee Stock Ownership Plan owns 26.94% of the Company. According to Comcast's proxy statement, Brian Roberts holds 100% of the Class B common stock which is 33 and 1/3 % of the total voting stock of Comcast Corp.

³ TelCove Capital Inc. is also a direct subsidiary of TelCove, Inc. but is not a carrier.

- TelCove Atlantic, Inc.
- TelCove of Vermont, Inc.
- TelCove of Tennessee, Inc.
- TelCove Operations, Inc.

One of the above-listed direct subsidiaries of Telcove, TelCove Operations, has the following direct subsidiaries:

- TelCove, LLC
- TelCove International, LLC
- TelCove of Pennsylvania, Inc.
- TelCove of South Carolina, Inc.
- TelCove of Virginia, LLC
- TelCove of Louisiana, Inc.
- TelCove Investment, LLC

One of Telcove Operation's direct subsidiaries, TelCove of Pennsylvania, Inc. has the following subsidiaries/interests:

- 50% partnership in Susquehanna Adelpia Business Solutions (to be dissolved)(the subject of this application)
- 50% partnership in PECO TelCove (to be increased to 100% upon consummation of the transaction previously approved by the FCC in WC Docket No. 04-166.)
- 100% ownership of TelCove Holdings of Pennsylvania, Inc.

Additionally, TelCove of Tennessee, Inc. (95%) and TelCove, LLC (5%) are partners in:

- TelCove of Nashville, LP

TelCove Operations, Inc. (1%) and TelCove, LLC (99%) are partners in:

- TelCove Long Haul, LP

TelCove Investment, LLC (80%) and TelCove of Florida, Inc. (20%) are partners in:

- TelCove of Jacksonville, Inc.

(ii) Susquehanna Cable Co., the parent of SusCom owns 82.25% of Carmel Telephone Services, Inc. which offers residential telephone services to residents in and around Carmel, New York.

b. Services Provided and Geographic Areas Served by Carrier Affiliates

(i) TelCove

TelCove operates in approximately 50 medium-to-large sized markets throughout the Eastern United States, along the Gulf Coast and in several Midwestern States. Specifically, the TelCove family of companies listed in No. 2 above, operates in the following states:

Pennsylvania
Virginia
Maryland
Michigan
Ohio
New Jersey
New York
Vermont
North Carolina
Florida
Tennessee
Kentucky
Mississippi
Alabama
Louisiana
Georgia
South Carolina
Texas
Missouri
Arkansas
Oklahoma
Kansas

The TelCove family of companies offers competitive telecommunications services, including local and long-distance voice, dedicated data, ATM, frame relay, and Internet services and is focused on serving communications-intensive end users. TelCove International, LLC provides international long distance service.

(ii) SusCom

Carmel Telephone Services, Inc. a sister company of SusCom, offers competitive residential telecommunications services including local, long-distance and international voice services. Numerous advance calling features and voice mail are also available as part of the voice service offering.

(5) Certification:

By their signatures to the certifications attached hereto as Exhibit B, TelCove-PA, SusCom, Susquehanna, and the Partnership certify that, pursuant to Sections 1.2001-1.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001 - 1.2003, neither they nor any of their members, officers or directors, nor any person holding five (5%) percent or more ownership interest in them, is subject to a denial of federal benefits that include FCC benefits pursuant to Section 5301 of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(6) Description of the Transaction:

The Partnership was formed in August 1996 with TelCove-PA (f/k/a Adelphia Business Solutions of Pennsylvania, Inc., d/b/a TelCove-PA) and Susquehanna, a wholly owned subsidiary of Susquehanna Media Co., each owning a fifty (50%) percent interest in the Partnership. By agreement dated December 19, 2003, the partners decided to dissolve the Partnership effective upon closing. Following receipt of the necessary regulatory approvals, the Partnership will cease providing local telephone service, local toll telephone service and long distance service to businesses in York, Pennsylvania. In order to ensure that the customers of the Partnership will continue to receive service without interruption, the Partnership has entered into an Agreement with TelCove-PA

and Susquehanna to distribute its assets and customers between TelCove-PA and SusCom.

Pursuant to the Dissolution Agreement, the general partners have agreed that following dissolution of the Partnership, each partner would take control of certain customers. Specifically, TelCove-PA will primarily continue to serve the Commonwealth of Pennsylvania (COPA) and carrier customers, with the remainder of the customers to be served by SusCom. Accounts receivable will be accounted for in a manner that reflects the relative division of customers between the partners. Each partner will also take ownership of specific physical assets of the Partnership, including fiber and equipment such as back up generators, based on the utility of those assets to provision service to those customers being retained by that particular partner. The proposed division of the Partnership's physical assets also seeks to take into account the fair market value of the assets. Consistent with each partner's fifty percent (50%) interest in the Partnership, each partner will receive (50%) of the total value of the Partnership, including all of its various assets, upon dissolution,

SusCom and TelCove-PA provided the notices attached as Exhibits C to the customers of the Partnership on August 12, 2004 and August 13, 2004, respectively, to inform customers about the dissolution of the Partnership and the division of the assets.

(7) Geographic Locations and Services Provided:

The Partnership currently provides local telephone service, local toll telephone service and long distance service to approximately 220 business customers in York, Pennsylvania.

(8) Streamlined Procedures:

Streamlined procedures are presumed to apply to this Joint Application under section 63.03(b)(2)(i) of the Commission's rules, 47 C.F.R. § 63.03(b)(2)(i). The proposed transaction would result in (1) TelCove-PA or SusCom having a market share in the interstate, interexchange market of less than 10 percent; and (2) TelCove PA and SusCom providing competitive telephone exchange services or exchange access service (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. Neither TelCove PA nor SusCom is dominant with respect to any service.

(9) Other Applications:

There are no other joint applications to the Commission related to this transaction.

(10) Special Consideration:

No special consideration is requested due to imminent business failure.

(11) Waivers

There are no separately filed waiver requests in conjunction with this transaction.

(12) Public Interest:

TelCove-PA and Susquehanna stand ready to provide customers of the Partnership with a wide variety of affordable products and services of comparable or superior quality to the services currently provided by the Partnership. As the individual companies that comprise the Partnership will continue to offer the same or superior services to customers currently served by the Partnership, the Partnership's customers will not be adversely affected by the dissolution of the Partnership. In fact, the Partnership's customers will affirmatively benefit from the wide variety of competitively

priced products and services offered by TelCove-PA or SusCom, which included wireless, high speed internet access, voice messaging and wireless e-mail.

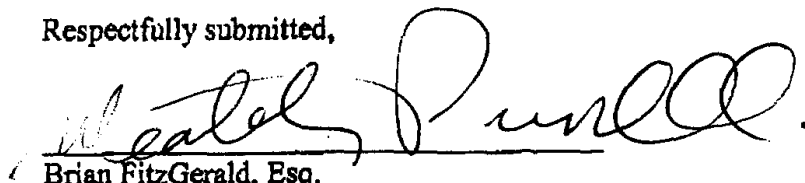
Either TelCove-PA or SusCom will continue to provide each of the Partnership's customers with local telephone service, local toll telephone service and long distance service, unless that customer chooses another provider. With respect to long distance service, if a customer currently uses the Partnership, it will be able to select TelCove-PA, SusCom or another carrier. Neither TelCove-PA nor SusCom will charge the Partnership's customers their customary new connection fee or any other change-of – carrier charge.

Both TelCove-PA and SusCom intend to continue to offer services to the existing customer base under existing contracts, filed tariffs and rate structures. As a result, customers will experience no service outage and will incur no costs for having their services transferred to either TelCove-PA or SusCom. Customers transferring to either TelCove-PA or SusCom will be able to retain their existing telephone numbers.

CONCLUSION

WHEREFORE, Applicants respectfully request that the Commission
approve this Application for the reasons set forth herein.

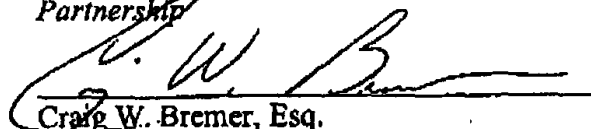
Respectfully submitted,



Brian FitzGerald, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
One Commerce Plaza, Suite 2020
99 Washington Avenue
Albany, NY 12210-2820

Meabh Purcell, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
260 Franklin Street, Suite 2300
Boston, MA 02110-3173

*Counsel for TelCove-PA and the
Partnership*



Craig W. Bremer, Esq.
Susquehanna Pfaltzgraff Co.
140 East Market Street
York, PA 17401

*Counsel for Counsel for Susquehanna and
SusCom*

Jeff Heins, Esq.
712 North Main Street
Condersport, PA 16915

Counsel for TelCove-PA

Date: September 15, 2004
B#97772

CONCLUSION

WHEREFORE, Applicants respectfully request that the Commission approve this Application for the reasons set forth herein.

Respectfully submitted,

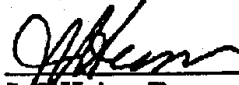
Brian FitzGerald, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
One commerce Plaza, Suite 2020
99 Washington Avenue
Albany, NY 12210-2820

Meabh Purcell, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
260 Franklin Street, Suite 2300
Boston, MA 02110-3173

*Counsel for TelCove-PA and the
Partnership*

Craig W. Bremer, Esq.
Susquehanna Pfaltzgraff Co.
140 East Market Street
York, PA 17401

*Counsel for Counsel for Susquehanna and
SusCom*

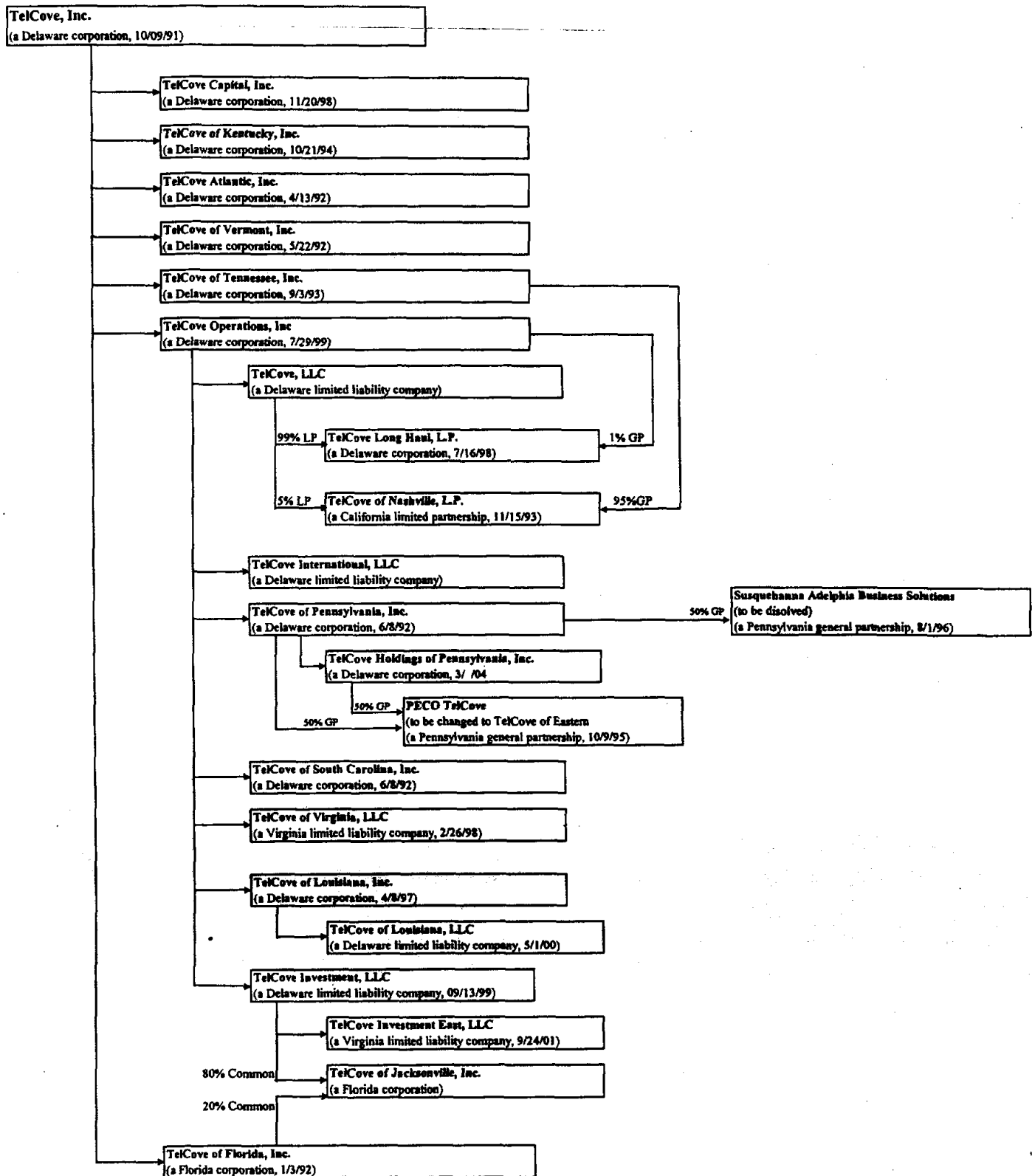

Jeff Heins, Esq.
12 North Main Street
Condersport, PA 16915

Counsel for TelCove-PA

Date: September 15, 2004
Bs9777

EXHIBIT A
TELCOVE ORGIZNATIONAL CHARTS

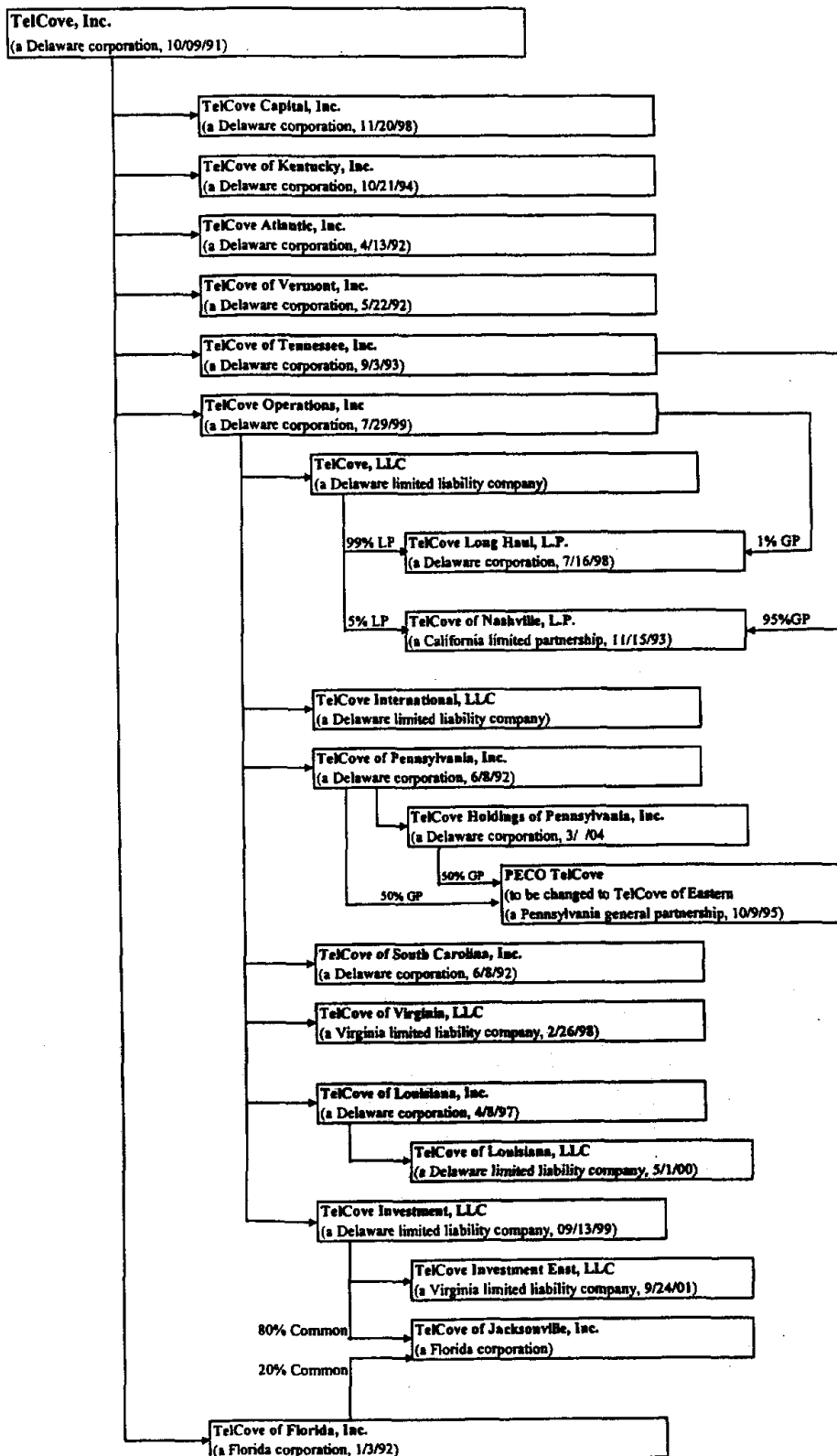
TelCove Corporate Organization Chart as of June 30, 2004



Unless otherwise indicated, all subsidiary corporations and limited liability companies are owned 100%

TelCove Corporate Organization Chart

Post Dissolution of Susquehanna Adelpia Business Solutions



Unless otherwise indicated, all subsidiary corporations and limited liability companies are owned 100%

EXHIBIT B
CERTIFICATIONS

Certification

SusCom certifies that, pursuant to Sections 1.2001-1.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001 - 1.2003, neither it nor any of their members, officers or directors, nor any person holding five (5%) percent or more ownership interest in them, is subject to a denial of federal benefits that include FCC benefits pursuant to Section 5301 of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862. I also certify that the statements in the foregoing application as they pertain to SusCom, respectively, are true, complete, and correct to the best of my knowledge and are made in good faith.

SusCom Business Solutions of PA Inc., d/b/a SusCom
Business Solutions ("SusCom")

By: 

Name (Printed): Craig W. Bremer

Position: Secretary

Dated: September , 2004

Certification

Susquehanna certifies that, pursuant to Sections 1.2001-1.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001 - 1.2003, neither it nor any of their members, officers or directors, nor any person holding five (5%) percent or more ownership interest in them, is subject to a denial of federal benefits that include FCC benefits pursuant to Section 5301 of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862. I also certify that the statements in the foregoing application as they pertain to Susquehanna, respectively, are true, complete, and correct to the best of my knowledge and are made in good faith.

Susquehanna Fiber Systems, Inc. ("Susquehanna")

By: 

Name (Printed): Craig W. Bremer

Position: Secretary

Dated: September , 2004

Certification

The Partnership certifies that, pursuant to Sections 1.2001-1.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001 - 1.2003, neither it nor any of their members, officers or directors, nor any person holding five (5%) percent or more ownership interest in them, is subject to a denial of federal benefits that include FCC benefits pursuant to Section 5301 of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862. I also certify that the statements in the foregoing application as they pertain to the Partnership, respectively, are true, complete, and correct to the best of my knowledge and are made in good faith.

Susquehanna Adelpia Business Solutions (the
"Partnership")

By: 

Name (Printed):

ROBERT E. LUTH

Position:

President / CEO

Dated: September 16, 2004

Certification

TelCove-PA certifies that, pursuant to Sections 1.2001-1.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001 - 1.2003, neither it nor any of their members, officers or directors, nor any person holding five (5%) percent or more ownership interest in them, is subject to a denial of federal benefits that include FCC benefits pursuant to Section 5301 of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862. I also certify that the statements in the foregoing application as they pertain to Telcove-PA, respectively, are true, complete, and correct to the best of my knowledge and are made in good faith.

TelCove of Pennsylvania, Inc. ("TelCove-PA")

By: 

Name (Printed): ROBERT P. GUTH

Position: PRESIDENT / CEO

Dated: September ¹⁵, 2004
n

EXHIBIT C
CUSTOMER NOTICES

SUSQUEHANNA



IMPORTANT

TRANSFER OF SERVICE NOTICE

August 13, 2004

Dear Customer:

At this time, Susquehanna Adelphia Business Solutions provides you with local telephone service, local toll telephone service and long distance service in York, Pennsylvania. On December 19, 2003, Susquehanna Adelphia Business Solutions signed an agreement to dissolve and split into two companies, Adelphia Business Solutions of Pennsylvania, Inc. doing business as TelCove ("TelCove") and SusCom Business Solutions of PA Inc. ("SusCom"). Susquehanna Adelphia Business Solutions has entered into an agreement with [TelCove] to provide local telephone service, local toll service and long distance service, for your business, unless you choose another provider.¹

As of September 23, 2004, Susquehanna Adelphia Business Solutions will no longer provide your local telephone service. You have the option of transferring your service to [TelCove] or choosing another company that is offering service in your area.

If you decide that you would like [TelCove] to continue to provide the same services you currently receive, you do not need to do anything. Beginning on or about September 23, 2004, [TelCove] will continue to provide you with the same telecommunications services you currently receive in accordance with the rates, terms and conditions of your existing contract or effective tariffs on file with the Pennsylvania Public Utility Commission. There will be no changes to your telephone number. Notice of this change in service providers has been filed with the Federal Communications Commission and the Pennsylvania Public Utility Commission, and will be virtually invisible to you because [TelCove] will utilize the same facilities that currently serve your account. Please be assured that you will not incur any charges, including local telephone company carrier change charges, related to the transfer of your telephone account to [TelCove]. **There will be no interruption to your current**

¹ Even though the agreement between TelCove and SusCom will ensure that your service is not interrupted, the FCC provides you an opportunity to comment on this transaction. The FCC will normally authorize this proposed transaction unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments within 15 days after receipt of this notification. Address your comments to the Federal Communications Commission, Washington DC 20554, referencing the Section 63.71 Application of Adelphia Business Solutions, Inc., et.al. Comments should include specific information about the impact of this proposed transaction upon you or your company, including any inability to acquire reasonable substitute service.

telecommunications services as a result of this transaction. However, any "preferred carrier freeze" that you have placed on your existing telephone line to prevent unauthorized transfer to another local or long distance carrier will be over-ridden for purposes of this transfer. You will need to request that your "preferred carrier freeze" be established again after the transfer to [TelCove] is complete.

If, you do not want service from [TelCove], your action is required! You must select a new long distance and/or local telephone provider as quickly as possible, but in any event no later than September 13, 2004. If you act by this date, there will be enough time for the new service provider you choose to start your new service before your current service ends. Please remember that local telephone service is competitive. You may select any company that is offering service in your area. However, if you do not select another carrier by September 13, 2004, [TelCove] will automatically become your telecommunications provider. If you select another provider after September 13, your choice can only be put into effect after the transfer to [TelCove] has already taken place. Selecting another carrier after September 13, 2004 may result in delays and you may incur additional charges. If you have not transferred your service to [TelCove] or another carrier by September 13, 2004 (the "Selection Date"), then within the following ten (10) day period (the "Transfer Period"), your local telephone service, your local toll service and your long distance service will be transferred to [TelCove].

Who to Contact With Questions

Susquehanna Adelphia Business Solutions has responsibility for handling any outstanding complaints or disputes that currently exist between you and Susquehanna Adelphia Business Solutions or another carrier. You will be responsible for any account balance due Susquehanna Adelphia Business Solutions through the date of transfer. Please continue to pay your invoices to Susquehanna Adelphia Business Solutions in the normal timely manner until further notice. After the payment of your final bill to Susquehanna Adelphia Business Solutions, any deposits or credits that may be due to you from Susquehanna Adelphia Business Solutions will be sent to you within 30 days following the transfer. Any questions you may have regarding your current services can be addressed by calling your Susquehanna Adelphia Business Solutions representative at 1-877-321-5465.

Any service orders or complaints you may have during the transition should be addressed to [TelCove]. Regardless of whether your chosen provider is TelCove or SusCom, TelCove will be providing customer support services for a transitional period.

If you have any questions about [TelCove] please contact Susquehanna Adelphia Business Solutions toll free at 1-877-321-5465. Susquehanna Adelphia Business Solutions has considered it a privilege to be your telecommunications service provider, and we are confident that [TelCove] will be an excellent provider for your future needs. Thank you for your business, and on behalf of [TelCove] "Welcome!"

*This is the **only notice** that you will receive about the transition of your telephone service. If you have any questions or need more information contact 1-877-321-5465.*

August 12, 2004

Dear Customer:

At this time, Susquehanna Adelphia Business Solutions provides you with local telephone service, local toll telephone service and long distance service in York, Pennsylvania. On December 19, 2003, Susquehanna Adelphia Business Solutions signed an agreement to dissolve and split into two companies, Adelphia Business Solutions of Pennsylvania, Inc. doing business as TelCove ("TelCove") and SusCom Business Solutions of PA Inc. ("SusCom"). Susquehanna Adelphia Business Solutions has entered into an agreement with SusCom to provide local telephone service, local toll service and long distance service, for your business, unless you choose another provider.¹

As of September 23, 2004, Susquehanna Adelphia Business Solutions will no longer provide your local telephone service. You have the option of transferring your service to SusCom or choosing another company that is offering service in your area.

If you decide that you would like SusCom to continue to provide the same services you currently receive, you do not need to do anything. Beginning on or about September 23, 2004, SusCom will continue to provide you with the same telecommunications services you currently receive in accordance with the rates, terms and conditions of your existing contract or effective tariffs on file with the Pennsylvania Public Utility Commission. There will be no changes to your telephone number. Notice of this change in service providers has been filed with the Federal Communications Commission and the Pennsylvania Public Utility Commission, and will be virtually invisible to you because SusCom will utilize the same facilities that currently serve your account. Please be assured that you will not incur any charges, including local telephone company carrier change charges, related to the transfer of your telephone account to SusCom. **There will be no interruption to your current telecommunications services as a result of this transaction.** However, any "preferred carrier freeze" that you have placed on your existing telephone line to prevent unauthorized transfer to another local or long distance carrier will be over-ridden for purposes of this transfer. You will need to request that your "preferred carrier freeze" be established again after the transfer to SusCom is complete.

¹ Even though the agreement between TelCove and SusCom will ensure that your service is not interrupted, the FCC provides you an opportunity to comment on this transaction. The FCC will normally authorize this proposed transaction unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments within 15 days after receipt of this notification. Address your comments to the Federal Communications Commission, Washington DC 20554, referencing the Section 63.71 Application of Adelphia Business Solutions, Inc., et.al. Comments should include specific information about the impact of this proposed transaction upon you or your company, including any inability to acquire reasonable substitute service.

If, you do not want service from SusCom, your action is required! You must select a new long distance and/or local telephone provider as quickly as possible, but in any event no later than September 13, 2004. If you act by this date, there will be enough time for the new service provider you choose to start your new service before your current service ends. Please remember that local telephone service is competitive. You may select any company that is offering service in your area. However, if you do not select another carrier by September 13, 2004, SusCom will automatically become your telecommunications provider. If you select another provider after September 13, 2004, your choice can only be put into effect after the transfer to SusCom has already taken place. Selecting another carrier after September 13, 2004 may result in delays and you may incur additional charges. If you have not transferred your service to SusCom or another carrier by September 13, 2004 (the "Selection Date"), then within the following ten (10) day period (the "Transfer Period"), your local telephone service, your local toll service and your long distance service will be transferred to SusCom.

Who to Contact With Questions

Susquehanna Adelphia Business Solutions has responsibility for handling any outstanding complaints or disputes that currently exist between you and Susquehanna Adelphia Business Solutions or another carrier. You will be responsible for any account balance due Susquehanna Adelphia Business Solutions through the date of transfer. Please continue to pay your invoices to Susquehanna Adelphia Business Solutions in the normal timely manner until further notice. After the payment of your final bill to Susquehanna Adelphia Business Solutions, any deposits or credits that may be due to you from Susquehanna Adelphia Business Solutions will be sent to you within 30 days following the transfer. Any questions you may have regarding your current services can be addressed by calling your Susquehanna Adelphia Business Solutions representative at 1-877-321-5465.

Any service orders or complaints you may have during the transition should be addressed to SusCom. Regardless of whether your chosen provider is TelCove or SusCom, TelCove will be providing customer support services for a transitional period.

If you have any questions about SusCom please contact Susquehanna Adelphia Business Solutions toll free at 1-877-321-5465. Susquehanna Adelphia Business Solutions has considered it a privilege to be your telecommunications service provider, and we are confident that SusCom will be an excellent provider for your future needs. Thank you for your business, and on behalf of SusCom "Welcome!"

This is the only notice that you will receive about the transition of your telephone service. If you have any questions or need more information contact 1-877-321-5465.